

Registration Number:	2309778	IEG
Registration Number:	2312384	AN IEG VALUED PROPERTY

CORRESPONDENCE DATA

Fax Number: (212)468-4888

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-468-4823

Email: jkatz@dglaw.com

Correspondent Name: Jeffrey C. Katz

Address Line 1: 1740 Broadway

Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	22074-0002-000
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NAME OF SUBMITTER:	Jeffrey C. Katz
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Signature:	/jeffrey c. katz/
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Date:	06/13/2007
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Total Attachments: 4

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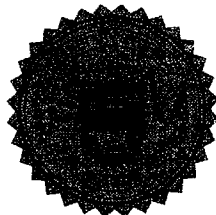
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PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "IEG ACQUISITION LLC", FILED IN THIS OFFICE ON THE THIRD DAY OF APRIL, A.D. 2006, AT 1:39 O'CLOCK P.M.



4136041 8100

060311497

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4639776

DATE: 04-03-06

TRADEMARK
REEL: 003560 FRAME: 0344

CERTIFICATE OF FORMATION
OF
IEG ACQUISITION LLC

/s/ Joanne BL Arnold
Joanne BL Arnold, Organizer

Delaware

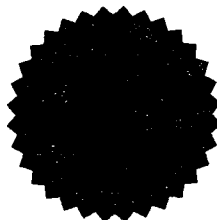
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "IEG ACQUISITION LLC", CHANGING ITS NAME FROM "IEG ACQUISITION LLC" TO "IEG, LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF MAY, A.D. 2006, AT 12:32 O'CLOCK P.M.

4136041 8100

060437429



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4732050

DATE: 05-09-06

TRADEMARK
REEL: 003560 FRAME: 0346

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:44 PM 05/02/2006
FILED 12:32 PM 05/02/2006
SRV 060407970 - 4136041 FILE

**CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF FORMATION
OF
IEG ACQUISITION LLC**

Pursuant to Section 18-202
of the Limited Liability Company Act
of the State of Delaware

1. The name of the limited liability company is: **IEG ACQUISITION LLC.**
2. The Certificate of Formation of this company was filed on April 3, 2006 with the Secretary of State of the State of Delaware, under the name "IEG Acquisition LLC"
3. This company hereby amends its Certificate of Formation as follows:

Paragraph 1 of the Certificate of Formation, relating to the corporate title of the limited liability company is hereby amended to read as follows:

"1. The name of the limited liability company is: **IEG, LLC**

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury, this 26th day of April, 2006.

IEG ACQUISITION LLC

GROUP M WORLDWIDE, INC.; the sole member

By: 

Kevin Farewell
Secretary

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